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Attorneys for Plaintiff

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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CYNTHIA S. GILLETTE, individually and  
derivatively on behalf of nominal defendant  
BLIMPIE OF CALIFORNIA, INC.,

Plaintiff,

07 Civ. 4697 (CLB)

v.

JEFFREY ENDERVELT, BELLE  
ENDERVELT and DORA RICCI,

Defendants,

and

BLIMPIE OF CALIFORNIA, INC.,

Nominal Defendant.

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**DECLARATION OF KEVIN FRITZ IN SUPPORT OF PLAINTIFF'S MOTION FOR  
THE APPOINTMENT OF A GUARDIAN AD LITEM**

Kevin Fritz, an attorney duly admitted to practice in the United States District Court for the Southern District of New York, declares under the penalty of perjury and pursuant to 28 U.S.C. § 1746 that the following is true and correct:

1. I am an associate of the law of firm of Storch Amini & Munves, attorneys for plaintiff Cynthia S. Gillette ("Gillette"), individually and derivatively on behalf of nominal defendant Blimpie of California, Inc. ("BOC") ("Plaintiff") in the above-captioned action. As

such, I am familiar with the facts set forth below. I submit this declaration in support of Plaintiff's motion, pursuant to Rule 17(c) of the Federal Rules of Civil Procedure, for an order appointing a guardian ad litem to represent defendant Belle Endervelt in this action.

2. BOC's financial statements from 2001 to 2006 are attached hereto as Exhibit A.
3. Gillette's stock certificate is attached hereto as Exhibit B.
4. A General Power of Attorney executed by Belle Endervelt on August 6, 2005 is attached hereto as Exhibit C.
5. A letter dated November 27, 2007 from Steven T. Sledzik, Esq. to the undersigned is attached hereto as Exhibit D.
6. An affidavit from Dr. Blum dated November 27, 2007 is attached hereto as Exhibit E.
7. The transcript from the November 8, 2007 deposition of Jeffrey Endervelt is attached hereto as Exhibit F.
8. The transcript from the October 8, 2007 BOC shareholder meeting is attached hereto as Exhibit G.
9. The minutes from the June 2006 and February 2007 BOC Board of Director meetings are attached hereto as Exhibit H.

Dated: New York, New York  
December 26, 2007

By: /s/ Kevin Fritz  
Kevin Fritz (KF-6788)  
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